AMENDED PROMISSORY NOTE

THREE HUNDRED FIFTY THOUSAND AND 00/100 U.S. DOLLARS (\$350,000,00)

Executed this 16th day of January 2006

Saipan, MP 96950

Kim, Hang Kwon and Park, Hwa Sun ("Borrower"), for value received, hereby promise to pay to the order of Pil Sun Kim Kitami ("Lender"), the principal sum of THREE HUNDRED FIFTY THOUSAND AND 00/100 U.S. DOLLARS (\$350,000.00) in lawful money of the United States, together with interest on the principal sum hereof at the rate as provided herein.

Interest on the principal sum of this Note shall be computed and be payable at the rate of TWO PERCENT (2%) per month, pro rated for a partial month.

This Note shall be paid as follows:

- All principal and interest due under this Note shall be due on 1. December 31, 2006. There is no prepayment penalty, and time is of the absolute essence. There is no grace period.
- 2. All payments made by Borrower to the Lender shall be applied first to accrued interest and then to principal in inverse order of maturity.

Repayment of principal and interest due under this Note is secured by a Mortgage given by Borrower and covering Lot No. 056 H 14 (a part of Lot 056 H 03), which contains an area of 3,627 square meters, more or less, situated in Saipan, Northern Marianas. and a lien interest in two [2] motor vehicles: 1) 2003 Kia Sorento and 2) 2005 Toyota Tacoma, both identified by a copy of their respective Certificate of Ownership, attached hereto.

In the event of the happening of any one or more of the following events, any one of which shall constitute an event of default, to wit:

- The non-payment of any installment of principal or interest hereunder 1. when due;
- The failure to observe or perform any term, covenant, condition, provision or agreement contained herein and/or in any instrument given to secure payment of this Note;
- The breach by Borrower of any warranty or representation made by Borrower herein and/or in any instrument given to secure payment of this Note;

EXHIBIT "B"

- The failure in business, insolvency, dissolution or termination of the existence of the Borrower or the death, incompetency, failure in business, insolvency. dissolution or termination of the existence of any guarantor of this Note (except to the extent any guaranty agreement may specify otherwise);
- any voluntary filing of a petition in bankruptcy under the federal 5. bankruptcy laws by the Borrower or any guarantor of this Note, or an entry of an order for relief in the case of an involuntary petition filed under the federal bankruptcy laws against the Borrower or any guarantor of this Note, or the commencement of any proceeding under any other federal laws or laws of the Commonwealth of the Northern Mariana Islands relating to the relief of debtors being commenced for the relief or readjustment of any indebtedness of the Borrower or any guarantor of this Note, either through reorganization. composition, extension or otherwise;
- The making by the Borrower or any guarantor of this Note of an assignment for the benefit of creditors;
- Any seizure, vesting or intervention by or under authority of a government by which the management of the Borrower or any guarantor of this Note is displaced or its authority in the conduct of its business is curtailed;
- Any application for or the appointment of a receiver, trustee or custodian of any property of the Borrower or any guarantor of this Note;
- If any financial statement or other information or report provided by the Borrower to the Lender was incorrect, false, untrue or misleading in any material respect when given; or
- If any levy, assessment, attachment, seizure, involuntary lien, or involuntary encumbrance, for any cause or reason whatsoever, shall be made upon all or any material part of the property of any of the Borrower;
- If the Borrower or any guarantor of the Note has failed to pay his or 11. her debts as they become due;
- 12. If the real property or personal property described hereinabove and in the mortgage which secures payment of this Note, or any part thereof, or any interest therein. is sold, assigned, conveyed, subleased, transferred or disposed of by Borrower's assigns and successors.

Then, or any time after the happening of any such event of default, this Note and/or any note(s) or other obligation(s) which may be taken in renewal or extension of all or any part of the indebtedness evidenced thereby, and all other obligations of Borrower to Lender, shall at the option of the Lender, immediately be due and payable, without demand or notice to the Borrower. The Borrower agrees to pay all costs of collection and reasonable attorneys' fees incurred by the Lender in enforcing this Note and any security interest upon the occurrence of any event of default, whether or not suit is brought and whether or not any judgment is obtained in any such suit.



The Borrower and all other parties who may be liable hereof, whether as principal, guarantor or otherwise, hereby jointly and severally waive presentment for payment, demand, notice of dishonor and protest of this Note and all other notices in connection with the delivery, acceptance, performance, default or enforcement of this Note; and to the extent allowable by law waive the benefit of any statute of limitations with respect to any action to enforce, or otherwise related to, this Note; and waive suretyship defenses generally including, without limitation, extensions of time, release of security and other indulgences which may be granted by the holder of this Note to any party liable hereof and authorize the holder of this Note without notice or further consent to grant extensions of time in the payment of all monies payable under this Note, to waive compliance with the terms of this Note and to release all or any part of any property which secures this Note.

This Note shall be deemed to have been made under and shall be governed by the laws of the Commonwealth of the Northern Mariana Islands in all respects, including matters of construction, validity and performance, and none of its terms or provisions may be waived, altered, modified or amended except as the Lender may consent thereto in writing.

The Lender shall not by act of omission or commission be deemed to waive any of its right or remedies hereunder; a waiver of one event shall not be construed as continuing or as a bar to, or waiver of, such right or remedy on a subsequent event.

In the event any term or provision of this Note is declared for any reason to be invalid, unenforceable or illegal, such invalidity, unenforceability or illegality shall not affect the remaining provisions hereof, and this Note shall be construed as if such unenforceable, invalid and illegal provision had not been contained herein.

BORROWER:

Kim, Hang Kwon

DATED: January 16, 2006

Park Hwa Sun

DATED: January 16, 2006

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REGISTRANT'S COPY

FOR EXAMPLE - Register Date: January 1996 Renewal Date: January 1997 (within the month of expiration)

Rev. (08/97)

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PLATES - Plates assigned to vehicles registration.	described on face hereof are	non-transferable and expire	as midnight	one year after	SIGNATURE OF CO	MMISSIONER OF PUBLIC	C SAFE	TY/DESIGNEE	The state of the
REGISTRATION CARD - This Registra in the driver's compartment of the ver	tion Card shall be assigned b ticle described on face herer	by the owner and shall be ful of.	ily displaye	d in plain sight					
TRANSFER OF OWNERSHIP - Upon Certificate of Ownership properly endo	orsed shall be delivered to the	buyer. The seller shall notify	v the Depart	riment of Public		001	600	Mere	
Safety, Bureau of Motor Vehicle of the engine and license number of the vehi- hickway, shall apply and obtain the re-	sale, giving the date of sale	e, the name and address of	the buyer a	and the make, shicle upon the	-	Juana C.A	/		
ingilital, similappy and committee to	cte. The buyer, before operati gistration thereof as an origin	ung or permitting the operation.		i			_	uerrero	
REMOVAL OF LEGAL OWNER - Up owner shall present the Certificate of Motor Vehicle for removal of the legal	icle. The buyer, before operati gistration thereof as an origin oun completion of payments to f Ownership and Registration	nal registration. to a bank, finance company	y or other le	egal owner, the	SIGNATURE OF RE	GISTERED OWNER	_	uerrero	e grade
REMOVAL OF LEGAL OWNER - Up owner shall present the Certificate of	icle. The buyer, before operati gistration thereof as an origin con completion of payments t Ownership and Registration owner's name.	nal registration. to a bank, finance company n Card to the Department of	y or other le f Public Safe	egal owner, the	SIGNATURE OF RE		_	uerraro	N. N. 18 F. N.

REGISTRANT'S COPY

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